

Senate File 2339

S-5139

1 Amend Senate File 2339 as follows:

2 1. Page 1, line 31, by striking <chairperson> and inserting
3 <chair>

4 2. Page 3, line 11, by striking <filed with> and inserting
5 <filed by>

6 3. Page 4, line 26, by striking <filed by> and inserting
7 <filed pursuant to>

8 4. By striking page 4, line 34, through page 6, line 17, and
9 inserting:

10 <a. Articles of incorporation \$ 50
11 b. Application for use of indistinguishable
12 name \$ 10
13 c. Application for reserved name \$ 10
14 d. Notice of transfer of reserved name \$ 10
15 e. Application for registered name \$ 20
16 f. Application for renewal of registered
17 name \$ 20
18 g. Corporation's statement of change of
19 registered agent or registered office or both No fee
20 h. Agent's statement of change of registered office
21 for each affected corporation not to exceed
22 a total of No fee
23 i. Agent's statement of resignation No fee
24 j. Articles of domestication \$ 50
25 k. Articles of conversion \$ 50
26 l. Amendment of articles of incorporation \$ 50
27 m. Restatement of articles of incorporation
28 with amendment of articles \$ 50
29 n. Restatement of articles of incorporation
30 without amendment of articles \$ 50
31 o. Articles of merger or share exchange \$ 50
32 p. Articles of dissolution \$ 5
33 q. Articles of revocation of dissolution \$ 5
34 r. Certificate of administrative dissolution No fee
35 s. Application for reinstatement following

1 administrative dissolution \$ 5
 2 *t.* Certificate of reinstatement No fee
 3 *u.* Certificate of judicial dissolution No fee
 4 *v.* Foreign registration statement \$ 100
 5 *w.* Amendment of foreign registration
 6 statement \$ 100
 7 *x.* Statement of withdrawal \$ 10
 8 *y.* Transfer of foreign registration statement \$ 100
 9 *z.* Notice of termination of registration No fee
 10 *aa.* Articles of correction \$ 5
 11 *ab.* Articles of validation \$ 5
 12 *ac.* Application for certificate of existence or
 13 registration..... \$ 5
 14 *ad.* Any other document required or permitted to
 15 be filed by this chapter \$ 5

16 2. The secretary of state shall collect a fee of five
 17 dollars each time process is served on the secretary of state
 18 under this chapter. The party to a proceeding causing service
 19 of process is entitled to recover this fee as costs if such
 20 party prevails in the proceeding.

21 3. The secretary of state shall collect the following fees
 22 for copying and certifying the copy of any filed document
 23 relating to a domestic or foreign corporation:

- 24 *a.* One dollar a page for copying.
- 25 *b.* Five dollars for the certificate.

26 4. Notwithstanding subsection 1, the secretary of state
 27 may impose, assess, and collect a filing fee as a condition to
 28 accepting a biennial report as provided in section 490.1622.>

29 5. Page 8, line 24, after <court> by inserting <of the
 30 county where the corporation's principal office or, if none in
 31 this state, its registered office, is located>

32 6. Page 9, line 24, by striking <filed with> and inserting
 33 <filed by>

34 7. Page 10, line 7, by striking <filed with> and inserting
 35 <filed by>

1 8. Page 11, after line 21 by inserting:
2 <____. *"Cooperative association"* means an entity that is
3 structured and operated on a cooperative basis pursuant to 26
4 U.S.C. §1381(a) and that meets the definitional requirements of
5 an association as provided in 12 U.S.C. §1141j(a) or 7 U.S.C.
6 §291.>
7 9. Page 15, line 22, after <report> by inserting <required
8 by section 490.1622>
9 10. Page 19, line 13, after <report> by inserting <required
10 by section 490.1622>
11 11. Page 41, after line 17 by inserting:
12 <Sec. _____. NEW SECTION. 490.209 Foreign-trade zone
13 corporation.
14 A corporation may be organized under the laws of this state
15 for the purpose of establishing, operating, and maintaining
16 a foreign-trade zone as defined in 19 U.S.C. §81(a). A
17 corporation organized for the purposes set forth in this
18 section has all powers necessary or convenient for applying
19 for a grant of authority to establish, operate, and maintain
20 a foreign-trade zone under 19 U.S.C. §81(a) et seq., and
21 regulations promulgated under that law, and for establishing,
22 operating, and maintaining a foreign-trade zone pursuant to
23 that grant of authority.>
24 12. Page 95, line 6, after <court> by inserting <of the
25 county where the corporation's principal office or, if none in
26 this state, its registered office, is located>
27 13. Page 97, after line 27 by inserting:
28 <Sec. _____. NEW SECTION. 490.800 Special subchapter
29 definition.
30 1. As used in this subchapter, *"public corporation"* means a
31 corporation that has a class of voting stock that is listed on
32 a national securities exchange or held of record by more than
33 two thousand shareholders.
34 2. This section is repealed on January 1, 2022.>
35 14. Page 99, line 8, after <2.> by inserting <a.>

1 15. Page 99, after line 10 by inserting:
2 <b. (1) Notwithstanding paragraph "a", the number of
3 directors of a public corporation subject to section 490.806A,
4 subsection 1, or section 490.806B, shall be increased or
5 decreased only by the affirmative vote of a majority of its
6 board of directors.
7 (2) This paragraph "b" is repealed on January 1, 2022.>
8 16. Page 99, line 11, after <3.> by inserting <a.>
9 17. Page 99, after line 15 by inserting:
10 <b. (1) Notwithstanding paragraph "a", for a public
11 corporation subject to section 490.806A, subsection 1, or
12 section 490.806B, a director's term shall be staggered as
13 provided in section 490.806A, subsection 1, or may be staggered
14 as provided in section 490.806B.
15 (2) This paragraph "b" is repealed on January 1, 2022.>
16 18. Page 100, after line 10 by inserting:
17 <c. (1) Notwithstanding paragraph "a", for a public
18 corporation subject to section 490.806A, subsection 1, or
19 section 490.806B, the terms of directors shall be staggered as
20 provided in section 490.806A, subsection 1, or may be staggered
21 as provided in section 490.806B.
22 (2) This paragraph "c" is repealed on January 1, 2022.>
23 19. Page 100, line 13, after <4.> by inserting <a.>
24 20. Page 100, after line 15 by inserting:
25 <b. (1) Notwithstanding paragraph "a", for a public
26 corporation subject to section 490.806A, subsection 1, or
27 section 490.806B, the term of a director elected to fill a
28 vacancy expires as provided in section 490.806A, subsection 1,
29 or section 490.806B.
30 (2) This paragraph "b" is repealed on January 1, 2022.>
31 21. Page 100, line 25, before <The> by inserting <1.>
32 22. Page 101, after line 2 by inserting:
33 <2. a. Subsection 1 does not apply to a public corporation
34 that is subject to section 490.806A, subsection 1, but may
35 apply to a public corporation that is subject to section

1 490.806B.

2 *b.* This subsection is repealed on January 1, 2022.>

3 23. Page 101, line 8, by striking <chairperson> and

4 inserting <chair>

5 24. Page 102, after line 35 by inserting:

6 <1A. *a.* For a public corporation subject to section

7 490.806A, subsection 1, or section 490.806B, a vacancy on the

8 board of directors, including but not limited to a vacancy

9 resulting from an increase in the number of directors, shall

10 be filled solely by the affirmative vote of a majority of the

11 remaining directors, even though less than a quorum of the

12 board.

13 *b.* This subsection is repealed on January 1, 2022.>

14 25. Page 114, line 8, by striking <chairperson> and

15 inserting <chair>

16 26. Page 131, line 33, by striking <July 1, 2008> and

17 inserting <January 1, 2009>

18 27. Page 132, after line 26 by inserting:

19 <Sec. _____. NEW SECTION. **490.905 Foreign insurance companies**

20 **becoming domestic.**

21 1. The secretary of state, upon a corporation complying with

22 this section and upon the filing of articles of incorporation

23 and upon receipt of the fees as provided in this chapter,

24 shall issue an acknowledgment of receipt of document as

25 of the date of the filing of the articles of incorporation

26 with the secretary of state. The acknowledgment of receipt

27 of document shall state on its face that it is issued in

28 accordance with this section. The secretary of state shall

29 then notify the appropriate officer of the state or country of

30 the corporation's last domicile that the corporation is now a

31 domestic corporation domiciled in this state. This section

32 applies to life insurance companies, and to insurance companies

33 doing business under chapter 515.

34 2. A corporation becoming domiciled in this state under

35 subsection 1 shall not be required to comply with any other

1 requirements under this subchapter.>
2 28. Page 189, line 16, by striking <and a> and inserting
3 <or a>
4 29. Page 189, line 19, by striking <and the> and inserting
5 <or the>
6 30. Page 189, line 21, by striking <and voting> and
7 inserting <or voting>
8 31. Page 190, lines 3 and 4, by striking <and the> and
9 inserting <or the>
10 32. Page 199, line 30, by striking <sections> and inserting
11 <section>
12 33. Page 208, line 10, after <report> by inserting <required
13 by section 490.1622>
14 34. Page 211, line 2, by striking <district court>
15 and inserting <the district court of the county where the
16 corporation's principal office or, if none in this state, its
17 registered office, is located>
18 35. Page 219, line 31, by striking <filed with> and
19 inserting <filed by>
20 36. Page 236, line 20, by striking <subchapter, except> and
21 inserting <chapter, except>
22 37. Page 241, line 20, after <court> by inserting <of the
23 county where the corporation's principal office or, if none in
24 this state, its registered office, is located>
25 38. Page 243, line 30, after <report> by inserting <required
26 by section 490.1622>
27 39. Page 245, line 7, before <Act> by inserting <division
28 of this>
29 40. Page 245, by striking lines 12 through 19 and inserting:
30 <1. Except as to procedural provisions, this division of
31 this Act does not affect a pending action or proceeding or
32 a right accrued before the effective date of this division
33 of this Act, and a pending civil action or proceeding may be
34 completed, and a right accrued may be enforced, as if this
35 division of this Act had not become effective.>

1 41. Page 245, line 21, before <Act,> by inserting <division
2 of this>
3 42. Page 245, line 22, before <Act> by inserting <division
4 of this>
5 43. Page 246, by striking lines 4 through 8 and inserting
6 <490.803, 490.805, 490.806, and 490.810, as provided in this
7 division of this Act, and the repeal of sections 490.806A,
8 490.806B, and 490.1005A, as provided by those sections,
9 any amendment to the articles of incorporation of a public
10 corporation adopted in compliance with sections 490.806A,
11 490.806B, and 490.1005A as those sections existed immediately>
12 44. Page 246, lines 26 and 27, by striking <490.806A,
13 490.806B, 490.1005A,>
14 45. Page 246, line 33, by striking <Act, and> and inserting
15 <division of this Act,>
16 46. Page 246, line 34, by striking <Act,> and inserting
17 <division of this Act, and sections transferred in this
18 division of this Act>
19 47. Page 247, line 6, by striking <490.208> and inserting
20 <490.209>
21 48. Page 247, line 15, by striking <490.627> and inserting
22 <490.628>
23 49. Page 247, line 23, by striking <490.801> and inserting
24 <490.800>
25 50. Page 247, line 30, by striking <490.904> and inserting
26 <490.905>
27 51. By striking page 249, line 34, through page 250, line 5.
28 52. Page 252, lines 9 and 10, by striking <~~section 490.902~~
29 chapter 490, subchapter IX> and inserting <~~section 490.902~~
30 490.905>
31 53. Page 252, line 10, by striking <section>
32 54. By striking page 252, line 18, through page 253, line 5.
33 55. Page 253, lines 13 and 14, by striking <~~section 490.902~~
34 chapter 490, subchapter IX> and inserting <~~section 490.902~~
35 490.905>

- 1 56. Page 253, line 14, by striking <section>
- 2 57. Page 253, lines 24 and 25, by striking <chapter 490,
- 3 subchapter IX> and inserting <section 490.905>
- 4 58. Page 254, by striking lines 1 through 8.
- 5 59. By renumbering, redesignating, and correcting internal
- 6 references as necessary.

BRAD ZAUN